DORCHESTER MINERALS LP

Form 4

August 23, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lucent Technologies Inc. Master Pension Trust

Symbol DORCHESTER MINERALS LP

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle) 3. Date of Earliest Transaction

[DMLP]

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Month/Day/Year)

Director X__ 10% Owner Officer (give title _ Other (specify below)

600 MOUNTAIN AVENUE, ROOM 08/19/2005

7D-523

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MURRAY HILL, NJ 07974

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Units	08/19/2005		S	590 (1)	D	\$ 24.8	3,388,545 <u>(2)</u>	D	
Common Units	08/19/2005		S	368 (3)	D	\$ 24.82	3,388,177 <u>(4)</u>	D	
Common Units	08/19/2005		S	516 <u>(5)</u>	D	\$ 24.89	3,387,661 <u>(6)</u>	D	
Common Units	08/19/2005		S	369 (7)	D	\$ 25	3,387,292	D	
Common Units	08/22/2005		S	369 (8)	D	\$ 25.3	3,386,923 (9)	D	

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Common Units	08/22/2005	S	737	D	\$ 25.35	3,386,186 (10)	D
Common Units	08/22/2005	S	184 (11)	D	\$ 25.4	3,386,002 (12)	D
Common Units	08/22/2005	S	184	D	\$ 25.49	3,385,818	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Lucent Technologies Inc. Master Pension Trust 600 MOUNTAIN AVENUE ROOM 7D-523 MURRAY HILL, NJ 07974		X				
Cianaturas						

Signatures

Person

Eli Krupnik, Atty in Fact 08/23/2005

**Signature of Reporting Date

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reporting Person was actually allocated 589.7600 common units at \$24.80 (out of total 1843 common units sold in four transactions on 8/19/05 as reported herein)
- (2) After allocation in footnote 1, common units owned by the Reporting Person would have been 3,388,545.24
- (3) Reporting Person was actually allocated 368.6 common units at \$24.82 (out of total 1843 common units sold in four transactions on 8/19/05 as reported herein)
- (4) After allocation in footnote 3, common units owned by the Reporting Person would have been 3,388,176.64
- (5) Reporting Person was actually allocated 516.04 common units at \$24.89 (out of total 1843 common units sold in four transactions on 8/19/05 as reported herein)
- (6) After allocation in footnote 5, common units owned by the Reporting Person would have been 3,387,660.6
- (7) Reporting Person was actually allocated 368.6 common units at \$25.00 (out of total 1843 common units sold in four transactions on 8/19/05 as reported herein)
- (8) Reporting Person was actually allocated 368.5 common units at \$25.30 (out of total 1474 common units sold in four transactions on 8/22/05 as reported herein)
- (9) After allocation in footnote 8, common units owned by the Reporting Person would have been 3,386,923.5
- (10) Due to allocation in footnote 8, common units owned by the Reporting Person would have been 3,386,186.5
- (11) Reporting Person was actually allocated 184.25 common units at \$25.40 (out of total 1474 common units sold in four transactions on 8/22/05 as reported herein)
- (12) After allocation in footnote 11, common units owned by the Reporting Person would have been 3,386,002.25
- (13) Reporting Person was actually allocated 184.25 common units at \$25.49 (out of total 1474 common units sold in four transactions on 8/22/05 as reported herein)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.